

UNITED STATES BANKRUPTCY COURT District of _____		Pg 1 of 47		VOLUNTARY PETITION	
Name of Debtor (if individual, enter Last, First, Middle):			Name of Joint Debtor (Spouse) (Last, First, Middle):		
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names):			All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):		
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN (if more than one, state all):			Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN (if more than one, state all):		
Street Address of Debtor (No. and Street, City, and State): <div style="text-align: right;">ZIP CODE</div>			Street Address of Joint Debtor (No. and Street, City, and State): <div style="text-align: right;">ZIP CODE</div>		
County of Residence or of the Principal Place of Business:			County of Residence or of the Principal Place of Business:		
Mailing Address of Debtor (if different from street address): <div style="text-align: right;">ZIP CODE</div>			Mailing Address of Joint Debtor (if different from street address): <div style="text-align: right;">ZIP CODE</div>		
Location of Principal Assets of Business Debtor (if different from street address above): <div style="text-align: right;">ZIP CODE</div>					
<b>Type of Debtor</b> (Form of Organization) (Check <b>one</b> box.)  <input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i> <input type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.)		<b>Nature of Business</b> (Check <b>one</b> box.)  <input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101(51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input type="checkbox"/> Other		<b>Chapter of Bankruptcy Code Under Which the Petition is Filed</b> (Check <b>one</b> box.)  <div style="display: flex; justify-content: space-between;"> <div> <input type="checkbox"/> Chapter 7  <input type="checkbox"/> Chapter 9  <input type="checkbox"/> Chapter 11  <input type="checkbox"/> Chapter 12  <input type="checkbox"/> Chapter 13             </div> <div> <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding  <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding             </div> </div>	
<b>Chapter 15 Debtors</b>  Country of debtor's center of main interests:  Each country in which a foreign proceeding by, regarding, or against debtor is pending:		<b>Tax-Exempt Entity</b> (Check box, if applicable.)  <input type="checkbox"/> Debtor is a tax-exempt organization under title 26 of the United States Code (the Internal Revenue Code).		<b>Nature of Debts</b> (Check <b>one</b> box.)  <div style="display: flex; justify-content: space-between;"> <div> <input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose."             </div> <div> <input type="checkbox"/> Debts are primarily business debts.             </div> </div>	
<b>Filing Fee</b> (Check one box.)  <input type="checkbox"/> Full Filing Fee attached.  <input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A.  <input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.			<b>Chapter 11 Debtors</b>  <b>Check one box:</b> <input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D).  <b>Check if:</b> <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,343,300 ( <i>amount subject to adjustment on 4/01/13 and every three years thereafter</i> ). ----- <b>Check all applicable boxes:</b> <input type="checkbox"/> A plan is being filed with this petition. <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).		
<b>Statistical/Administrative Information</b>  <input type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.					THIS SPACE IS FOR COURT USE ONLY
<b>Estimated Number of Creditors</b> <div style="display: flex; justify-content: space-between;"> <div><input type="checkbox"/> 1-49</div> <div><input type="checkbox"/> 50-99</div> <div><input type="checkbox"/> 100-199</div> <div><input type="checkbox"/> 200-999</div> <div><input type="checkbox"/> 1,000-5,000</div> <div><input type="checkbox"/> 5,001-10,000</div> <div><input type="checkbox"/> 10,001-25,000</div> <div><input type="checkbox"/> 25,001-50,000</div> <div><input type="checkbox"/> 50,001-100,000</div> <div><input type="checkbox"/> Over 100,000</div> </div>					
<b>Estimated Assets</b> <div style="display: flex; justify-content: space-between;"> <div><input type="checkbox"/> \$0 to \$50,000</div> <div><input type="checkbox"/> \$50,001 to \$100,000</div> <div><input type="checkbox"/> \$100,001 to \$500,000</div> <div><input type="checkbox"/> \$500,001 to \$1 million</div> <div><input type="checkbox"/> \$1,000,001 to \$10 million</div> <div><input type="checkbox"/> \$10,000,001 to \$50 million</div> <div><input type="checkbox"/> \$50,000,001 to \$100 million</div> <div><input type="checkbox"/> \$100,000,001 to \$500 million</div> <div><input type="checkbox"/> \$500,000,001 to \$1 billion</div> <div><input type="checkbox"/> More than \$1 billion</div> </div>					
<b>Estimated Liabilities</b> <div style="display: flex; justify-content: space-between;"> <div><input type="checkbox"/> \$0 to \$50,000</div> <div><input type="checkbox"/> \$50,001 to \$100,000</div> <div><input type="checkbox"/> \$100,001 to \$500,000</div> <div><input type="checkbox"/> \$500,001 to \$1 million</div> <div><input type="checkbox"/> \$1,000,001 to \$10 million</div> <div><input type="checkbox"/> \$10,000,001 to \$50 million</div> <div><input type="checkbox"/> \$50,000,001 to \$100 million</div> <div><input type="checkbox"/> \$100,000,001 to \$500 million</div> <div><input type="checkbox"/> \$500,000,001 to \$1 billion</div> <div><input type="checkbox"/> More than \$1 billion</div> </div>					

<b>Voluntary Petition</b> <i>(This page must be completed and filed in every case.)</i>		Pg 2 of 47		Name of Debtor(s):	
<b>All Prior Bankruptcy Cases Filed Within Last 8 Years</b> (If more than two, attach additional sheet.)					
Location Where Filed:		Case Number:		Date Filed:	
Location Where Filed:		Case Number:		Date Filed:	
<b>Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor</b> (If more than one, attach additional sheet.)					
Name of Debtor:		Case Number:		Date Filed:	
District:		Relationship:		Judge:	
<p style="text-align: center;"><b>Exhibit A</b></p> <p>(To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)</p> <p><input type="checkbox"/> Exhibit A is attached and made a part of this petition.</p>			<p style="text-align: center;"><b>Exhibit B</b></p> <p>(To be completed if debtor is an individual whose debts are primarily consumer debts.)</p> <p>I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I have delivered to the debtor the notice required by 11 U.S.C. § 342(b).</p> <p>X _____                      Signature of Attorney for Debtor(s) (Date)</p>		
<p style="text-align: center;"><b>Exhibit C</b></p> <p>Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety?</p> <p><input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition.</p> <p><input type="checkbox"/> No.</p>					
<p style="text-align: center;"><b>Exhibit D</b></p> <p>(To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.)</p> <p><input type="checkbox"/> Exhibit D, completed and signed by the debtor, is attached and made a part of this petition.</p> <p>If this is a joint petition:</p> <p><input type="checkbox"/> Exhibit D, also completed and signed by the joint debtor, is attached and made a part of this petition.</p>					
<p style="text-align: center;"><b>Information Regarding the Debtor - Venue</b></p> <p style="text-align: center;">(Check any applicable box.)</p> <p><input type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District.</p> <p><input type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.</p> <p><input type="checkbox"/> Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.</p>					
<p style="text-align: center;"><b>Certification by a Debtor Who Resides as a Tenant of Residential Property</b></p> <p style="text-align: center;">(Check all applicable boxes.)</p> <p><input type="checkbox"/> Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)</p> <p style="text-align: right;">_____ (Name of landlord that obtained judgment)</p> <p style="text-align: right;">_____ (Address of landlord)</p> <p><input type="checkbox"/> Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and</p> <p><input type="checkbox"/> Debtor has included with this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition.</p> <p><input type="checkbox"/> Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(l)).</p>					

## Pg 3 of 47

*(This page must be completed and filed in every case.)*

Of 47 Name of Debtor(s):

### Signature of a Foreign Representative

### Signature of a Foreign Representative

I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.

(Check only **one** box.)

☐ I request relief in accordance with chapter 15 of title 11, United States Code.  
Certified copies of the documents required by 11 U.S.C. § 1515 are attached.

☐ Pursuant to 11 U.S.C. § 1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.

X \_\_\_\_\_  
(Signature of Foreign Representative)

(Printed Name of Foreign Representative)

Date \_\_\_\_\_

**Signature of Non-Attorney Bankruptcy Petition Preparer**

I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and, (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19 is attached.

Printed Name and title, if any, of Bankruptcy Petition Preparer

Social-Security number (If the bankruptcy petition preparer is not an individual, state the Social-Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.) (Required by 11 U.S.C. § 110.)

---

Address

X \_\_\_\_\_  
Signature

Date \_\_\_\_\_

Signature of bankruptcy petition preparer or officer, principal, responsible person, or partner whose Social-Security number is provided above.

Names and Social-Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual.

If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.

*A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both. 11 U.S.C. § 110; 18 U.S.C. § 156.*

*A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both. 11 U.S.C. § 110; 18 U.S.C. § 156.*

*A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both. 11 U.S.C. § 110; 18 U.S.C. § 156.*

*A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both. 11 U.S.C. § 110; 18 U.S.C. § 156.*

*A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both. 11 U.S.C. § 110; 18 U.S.C. § 156.*

*A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both. 11 U.S.C. § 110; 18 U.S.C. § 156.*

Edward E. Neiger  
Marianna Udem  
NEIGER LLP  
151 West 46th Street  
4th Floor  
New York, NY 10036  
Tel: 212-267-7342  
[eneiger@neigerllp.com](mailto:eneiger@neigerllp.com)  
[mudem@neigerllp.com](mailto:mudem@neigerllp.com)

*Attorneys for Mark R. Fry,  
as Foreign Representative*

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

In re

PAUL ZEITAL KEMSLEY,

Debtor.

Case No: - \_\_ - \_\_\_\_

Chapter 15

**SUPPLEMENT TO PETITION FOR RECOGNITION  
OF A FOREIGN PROCEEDING**

Mark R. Fry (hereafter the “Foreign Representative”) the duly appointed Joint Trustee in Bankruptcy in the bankruptcy proceeding of Paul Zeital Kemsley (“Kemsley” or the “Debtor”) pursuant to the British Bankruptcy Law by and through his undersigned counsel, hereby files this petition for recognition of a foreign proceeding pursuant to section 1515 of Title 11 of the United States Code (the “Bankruptcy Code”) to commence a case ancillary to a foreign proceeding. Contemporaneously herewith, the Foreign Representative has filed a Petition for Recognition of a Foreign Proceeding (Official Form 1) requesting relief pursuant to Chapter 15 of the Bankruptcy Code, and List of Names and Addresses in Support of Petition for Recognition of Foreign Proceeding in Compliance with Interim Rule 1007(a)(4) of the Federal Rules of Bankruptcy Procedure. In support of the petition, the Foreign Representative alleges as follows:

### **JURISDICTION AND VENUE**

1. This Court has jurisdiction over this case ancillary to a foreign proceeding pursuant to 28 U.S.C. §§1334(b) and 157(b)(2)(P).

2. Venue is properly located in this District pursuant to 28 U.S.C. §§ 1410(2).

3. The statutory predicate for the relief requested herein is chapter 15 of title 11 of the United States Code including, section 1515 of the Bankruptcy Code.

### **PARTIES**

4. Pursuant to an order of the High Court of Justice (Bankruptcy Court) in England (Case No. 306 of 2012) (the “Order”) dated March 26, 2012 (i) Kemsley was adjudged bankrupt; and (ii) the Foreign Representative was appointed Joint Trustee in Bankruptcy for the estate of Kemsley, under the Bankruptcy Law of England. A true copy of the Order is attached hereto as Exhibit 1 and the appointment of the Foreign Representative is attached hereto as Exhibit 2.

5. Kemsley is and at all times relevant was a citizen of England and the center of his main interest is and was in England.

### **ASSETS**

6. Upon information and belief, Kemsley’s primary assets are in England and the majority of Kemsley’s creditors are located in England.

7. Upon information and belief, Kemsley’s assets outside of England are his salary, a potential joint interest in real property located at 3656 Carlton Place, Boca Raton, Florida 33496 and other potential assets valued at *de minimus* amounts on Kemsley’s Statement of Financial Affairs filed in the British insolvency proceeding. *See* Exhibit 1 annexed hereto.

8. The Foreign Representative is unaware of any other real or personal property that Kemsley owns in the United States except as set forth above.

**REQUEST FOR RECOGNITION OF FOREIGN PROCEEDING**

9. Bankruptcy Code section 1504 provides that “[a] case under this chapter is commenced by the filing of a petition for recognition of a foreign proceeding under section 1515.”

10. Bankruptcy Code section 1515<sup>1</sup> sets forth the procedural requirements for filing a petition for recognition. Bankruptcy Code section 1516<sup>2</sup> sets forth presumptions Court entitled make connection the petition. Together section 1515 and 1516 of the Bankruptcy Code establish that the only proof necessary for the Court to grant the petition is that the petitioning

---

<sup>1</sup> **11 U.S.C. § 1515. Application for recognition**

(a) A foreign representative applies to the court for recognition of a foreign proceeding in which the foreign representative has been appointed by filing a petition for recognition.

(b) A petition for recognition shall be accompanied by—

(1) a certified copy of the decision commencing such foreign proceeding and appointing the foreign representative;

(2) a certificate from the foreign court affirming the existence of such foreign proceeding and of the appointment of the foreign representative; or

(3) in the absence of evidence referred to in paragraphs (1) and (2), any other evidence acceptable to the court of the existence of such foreign proceeding and of the appointment of the foreign representative.

(c) A petition for recognition shall also be accompanied by a statement identifying all foreign proceedings with respect to the debtor that are known to the foreign representative.

(d) The documents referred to in paragraphs (1) and (2) of subsection (b) shall be translated into English. The court may require a translation into English of additional documents.

<sup>2</sup> **11 U.S.C. § 1516. Presumptions concerning recognition**

(a) If the decision or certificate referred to in section 1515(b) indicates that the foreign proceeding is a foreign proceeding and that the person or body is a foreign representative, the court is entitled to so presume.

(b) The court is entitled to presume that documents submitted in support of the petition for recognition are authentic, whether or not they have been legalized.

(c) In the absence of evidence to the contrary, the debtor’s registered office, or habitual residence in the case of an individual, is presumed to be the center of the debtor’s main interests.

foreign representative is a duly approved foreign representative in a foreign proceeding. This fact may be established by certificates from the foreign court or certified copies of its decision. In addition, this court may presume that these documents are genuine and that the foreign court's decision or certificate is factually correct.

11. Section 1517 of the Bankruptcy Code<sup>3</sup> provides that after notice and a hearing the court shall enter an order recognizing a foreign proceeding if (1) such foreign proceeding is a main proceeding; (2) the foreign representative applying for recognition is a person; and (3) the petition meets the requirements of section 1515.

12. Section 1517(b) provides that the foreign proceeding shall be recognized as foreign main proceeding if it is pending in the country where the debtor has its center of main interest.

13. A "foreign proceeding" means "a collective judicial or administrative proceeding in a foreign country, including an interim proceeding, under a law relating to

---

<sup>3</sup> **11 U.S.C. § 1517. Order granting recognition**

(a) Subject to section 1506, after notice and a hearing, an order recognizing a foreign proceeding shall be entered if—

- (1) such foreign proceeding for which recognition is sought is a foreign main proceeding or foreign nonmain proceeding within the meaning of section 1502;
- (2) the foreign representative applying for recognition is a person or body; and
- (3) the petition meets the requirements of section 1515.

(b) Such foreign proceeding shall be recognized—

- (1) as a foreign main proceeding if it is pending in the country where the debtor has the center of its main interests; or
- (2) as a foreign nonmain proceeding if the debtor has an establishment within the meaning of section 1502 in the foreign country where the proceeding is pending.

(c) A petition for recognition of a foreign proceeding shall be decided upon at the earliest possible time. Entry of an order recognizing a foreign proceeding constitutes recognition under this chapter.

(d) The provisions of this subchapter do not prevent modification or termination of recognition if it is shown that the grounds for granting it were fully or partially lacking or have ceased to exist, but in considering such action the court shall give due weight to possible prejudice to parties that have relied upon the order granting recognition. A case under this chapter may be closed in the manner prescribed under section 350.

insolvency or adjustment of debt in which proceeding the assets and affairs of the debtor are subject to control or supervision by a foreign court, for the purpose of reorganization, or liquidation.” Bankruptcy Code § 101(23).

14. A “foreign main proceeding” means “a foreign proceeding pending in the country where the debtor has the center of its main interest.” Bankruptcy Code § 1503(4). Kemsley’s British insolvency proceeding qualifies as a foreign main proceeding because (a) the majority of Kemsley’s assets are located in England, (b) virtually all of Kemsley’s creditors are in England, (c) virtually all of Kemsley’s debts are subject to British law, and (d) Kemsley’s status in the United States is temporary.

15. A “foreign representative” means “a person or body, including a person or body appointed on an interim basis, authorized in a foreign proceeding to administer the reorganization or the liquidation of the debtor’s assets or affairs or to act as a representative of such foreign proceeding.” Bankruptcy Code § 101(24). The Foreign Representative qualifies as a “foreign representative” under this definition.

16. The Petition meets all the requirements of Section 1517(a) of the Bankruptcy Code and therefore the Court must grant the Petition and enter an order recognizing Kemsley’s British insolvency proceeding as a foreign main proceeding.

### **NOTICE**

17. As set forth above, section 1517(a) of the Bankruptcy Code provides that an order recognizing a foreign proceeding shall be entered “after notice and a hearing” where the requirements of the statute are met. Section 102(A) of the Bankruptcy Code provides that the phrase “after notice and a hearing” “means after such notice as is appropriate in the particular circumstances.” Under section 102(B) of the Bankruptcy Code, no hearing is required if such



notice is given properly and no hearing is requested by a party in interest. Notice of the petition and the hearing will be given to Kemsley, through his counsel in New York, the Office of the United States Trustee, Barclays Bank PLC, a United Kingdom entity which has asserted claims in the British Bankruptcy and duplicate claims in the United States against Kemsley, and Cosmos Ventures, Inc., which has asserted claims in the United States against Kemsley, through their counsel in New York. The Foreign Representative knows of no other parties who have asserted claims against Kemsley or an interest in any assets of Kemsley and thus submits such notice is appropriate under the circumstances and that no additional or further notice is required because the only United States person or entity alleging that it is a creditor of Kemsley is Cosmos Ventures, Inc. No other known creditors or alleged creditors exist within the United States.

WHEREFORE, the Foreign Representative prays that this Court enter an order:

- (1) Recognizing the British insolvency proceeding concerning Paul Zeital Kemsley as a foreign main proceeding pursuant to section 1517 of the Bankruptcy Code;
- (2) Commencing a case ancillary to the foreign main proceeding pursuant to section 1504 of the Bankruptcy Code; and
- (3) Granting the Foreign Representative such other and further relief as may be appropriate, from time to time, pursuant to and accordance with Chapter 15 of the Bankruptcy Code.

Dated: New York, New York  
August 21, 2012

/s/ Edward E. Neiger  
Edward E. Neiger, Esq.  
Marianna Udem, Esq.  
NEIGER LLP  
151 West 46th Street, 4th Floor  
New York, New York 10036  
Tel.: 212-267-7342  
Fax: 212-918-3427  
*Attorneys for Mark R. Fry as Foreign  
Representative*

**EXHIBIT 1**



**BANKRUPTCY ORDER ON A DEBTOR'S PETITION**

**IN THE HIGH COURT OF JUSTICE**

**NO. 306 of 2012**

**IN BANKRUPTCY**

**BEFORE REGISTRAR DERRETT**

**RE:Paul Zeital Kemsley**

**UPON THE PETITION** of the above named Debtor which was presented on 13<sup>th</sup> January 2012

**AND UPON HEARING** Counsel for the Debtor

**AND UPON READING** the petition and the Statement of Affairs

**AND THE COURT BEING SATISFIED** that the EC Regulation does not apply in relation to these proceedings

**IT IS ORDERED THAT** Paul Zeital Kemsley of 3656 Carlton Place, Boca Raton, Florida 33496, USA the Vice President of Planet Hollywood be adjudged bankrupt

**DATED THE 26 March 2012**

**TIME: 12.56**



**IMPORTANT NOTICE TO BANKRUPT**

[The] [One of the] Official Receiver(s) attached to the Court is by virtue of this Order receiver and manager of the Bankrupt's Estate.

Rule 6.41(1) **Statement of Affairs (Debtor's Petition)**  
Insolvency Act 1986

Form 6.28

**NOTE:**

These details  
will be the same  
as those shown at  
the top of your  
petition  
Please complete  
this form in black  
ink.

In the

In Bankruptcy

No. 0306 of 2012

Re: **PAUL ZEITAL KEMSLEY**

The 'Guidance Notes' Booklet tells you how to complete this form easily and correctly

Show your current financial position and supply the required information by completing all the pages of this form, which will then be your Statement of Affairs

---

Statement of Truth

I believe that the facts stated-

- a) in this Statement of Affairs and any continuation sheets; and
- b) in the declaration on section 12 of this Statement of Affairs, are true.

**Full name: PAUL ZEITAL KEMSLEY**

Signed.....

Dated.....13.1.12.....

**Section 1 : Personal Details**

1.1	Surname	KEMSLEY
	Forename(s)	PAUL ZEITAL
	Title (Mr, Mrs, Ms etc)	Mr
1.2	Any other names by which you have been known (such as maiden name, alias or nickname).	N/A
1.3	Date of birth	23 August 1967
1.4	Place of birth	London
1.5	National insurance number	
1.6	Home address	3656 Carlton Place Boca Raton Florida 33496, USA
1.7	Home telephone number	
1.8	Mobile telephone number	c/o Lawrence Stephens 020 7936 8888
1.9	On which telephone number can you be contacted during the day?	c/o Lawrence Stephens 020 7936 8888
1.10	E-mail address	lkelly@lawstep.co.uk

1.11 Are you (tick all that apply):

Single	<input type="checkbox"/>	Co-habiting	<input type="checkbox"/>	A civil partner	<input type="checkbox"/>
Married	<input type="checkbox"/>	Separated	<input checked="" type="checkbox"/>	A former civil partner	<input type="checkbox"/>
Divorced	<input type="checkbox"/>	Widowed	<input type="checkbox"/>	A surviving civil partner	<input type="checkbox"/>

1.12 Are you, or in the last 5 years have you been, involved in proceedings for divorce, separation or the dissolution of a civil partnership?

Yes	<input type="checkbox"/>	No	<input checked="" type="checkbox"/>
-----	--------------------------	----	-------------------------------------

If 'No', please go to question 1.14

**Section 1 cont:**

**Personal Details**

If **Yes**, please give details including any agreed settlement whether formal or informal, and any gifts or transfers of property that occurred in those proceedings.

--

- 1.13 Name, address and reference of your solicitor in the proceedings

--

- 1.14 Have you been bankrupt before?

Yes

--

No

**X**

If **Yes**, when?

--

Which court and which Official Receiver's office dealt with the proceedings?

--

- 1.15 Have you previously entered, or have you tried to enter, into an Individual Voluntary Arrangement (a formal arrangement with your creditors, ratified by the Court, to pay them in full or part over time)?

Yes

--

No

**X**

If **Yes**, give the name and address of the insolvency practitioner involved and the date of the arrangement.

--

**Section 1 cont:**

**Personal Details**

1.16 Are you involved in any legal proceedings?

Yes

☐

No

☒

If **Yes**, please give brief details of the nature of the proceedings, the name and address of any solicitor acting for you, the name of the relevant court and any case or reference number.

1.1  
7 Are you, or in the last five years, have you been a director or involved in the management of a company?

Yes

☒

No

☐

If '**Yes**', please give details of all the companies in question:

Name of company	If the company is subject to liquidation administration, administrative receivership or other insolvency proceedings, give details of the Official Receiver's office or insolvency practitioner dealing with the company.
PK One Ltd JT Properties LLP The Raz Gold Foundation	
The Birchridge Ltd The Rock Group	All these companies are in Administration/Receivership with PWC London
For previous Directorships – please see attached sheet	
Final Developments Ltd	



<b>Section 2 :</b>	<b>Business Details</b>
--------------------	-------------------------

Please complete this section if you are or have been self-employed (including a partner in a partnership) at any time in the last two years. If not, go to Section 3.

2.1 What was the name of your business?	Rock Property Group		
2.2 State the type of business, trade or profession	Property Investment		
2.3 What was the trading address? (this should also be listed in Section 8)	7-10 Chandos Street London W1G 9DQ		
2.4 Was the business registered for VAT?	Yes	<input checked="" type="checkbox"/> X	No
If Yes, give the VAT number.			
2.5 If the business was a partnership give the name(s) and address(es) of the partner(s)	Some of the businesses in the Group were LLPs		
2.6 When did the business start trading?	Approx 2002		
2.7 If it has stopped trading, when did it do so?	2009 – the Group collapsed PWC are now dealing as Receivers		
2.8 At what address are your books of account and other accounting records kept?	PWC London – Peter Spratt		
2.9 If you hold records on a computer, provide details of which records are held, what software is used (including any passwords) and state where the computer is.	PWC London – Peter Spratt		
2.10 What is the name and address of your accountant?	My father – Kenny Kemsley 6 Dewlands, Turnberry Close, Hendon, London NW4 1JL		
2.11 What is the name and address of your solicitor?	Lawrence Kelly Lawrence Stephens Morley House 26 Holborn Viaduct London EC1A 2AT		

**Section 2 cont:**

**Business Details**

2.12 Have you employed anybody during the last two years?

Yes

☐

No

☒

If Yes, do you owe them any money or may any former employee claim that you owe them any money, e.g. for wages, holiday pay or redundancy pay?

Yes

☐

No

☒

**Details of employees to whom money is or may be owing should be included in your list of creditors in Section 4.**

<b>Section 3:</b>	<b>Assets</b>
-------------------	---------------

3.1	Details	Approximate value £
1. Cash in Hand		80.00
2. Cash in bank, building society or similar account		\$1,000.00 US
3. Cash held by anyone for you		Nil
4. Money owed to you	Investments made into Digital Strip Ltd BSTI Ltd  Estimated to realise:	Nil
5. Tools of your trade		Nil
6. Stock in trade		Nil
7. Machinery, plant and equipment		Nil
8. Fixtures and fittings		Nil
9. Freehold land and property		Nil
10. Leasehold land and property		Nil

	Details	Approximate value £
11. Stocks, shares and investments		Nil
12. Pension policies and other pension entitlements		Nil
13. Endowment and other life policies	Held by HBOS (UK)	Unknown
14. Motor vehicles		Nil
15. Farming stock and crops		Nil
16. National Savings and Premium Bonds		Nil
17. Any property or possessions abroad in which you have an interest, including timeshares	See 1.6 owned by way of Tenancy by the entirety	
18. Any property or sums due to you under a will or trust		Nil
19. Any other property of any value e.g. paintings, furniture or jewellery		Nil

**Section 3 cont:**

**Assets**

3.2 Do you have or have you had any endowment or other life policies? **Yes**

☒

**No**

☐

3.3 If **Yes**, give details, including details of lapsed policies.

Name and address (including postcode) of life assurance company or broker	Policy number	When was it taken out, roughly?	Type of policy	Estimated value of policy £	Name and address (including postcode) of any concern holding security over the policy
See 3.1 13 above					
<b>TOTAL</b>				<b>£ ?</b>	

3.4 Apart from state benefits, do you have or have you had any personal pension arrangements?

**Yes**

☐

**No**

☒

If **Yes**, give details.

Name and address of the pension company	Policy number	Roughly when did you take out the policy? How much have you paid in total?	When are the payments to you due to start?	Amount (if any) being received now, and how often/period £	Value of pension £

**Section 3 cont:**

**Assets**

- 3.5 Have you in the last five years given away, transferred or sold for less than its true value any property or possessions you owned? This includes the surrender of life, endowment and pension policies. Yes ☐ No ☒

If Yes, please provide the following details.

Description of the asset	When did you give away, transfer or sell the asset?	Name and address of recipient	Estimated market value or true value of the asset	Value at which the asset was given away, transferred or sold

- 3.6 In the last 2 years have you made any payment to a creditor, other than in the ordinary course of business, with a view to improving the position of that creditor in case you became subject to insolvency/bankruptcy proceedings? Yes ☐ No ☒

If Yes, give details.

- 3.7 Do you own a motor vehicle or have you disposed of any vehicle in the last 12 months? (if you own a motor vehicle, this should also be listed in Q3.1) Yes ☐ No ☒

<b>Section 3 cont:</b>	<b>Assets</b>
------------------------	---------------

If **Yes**, please provide the following details:

Make/Model	
Registration number	
Estimated value £	
Finance outstanding £	
Name of finance company	
Reference number of agreement	
Does the vehicle have a valid MOT? If yes, provide expiry date of MOT	
Insurance / Expiry date	
Give your general view on the condition of the vehicle	
Location of vehicle	
Name of any joint owner	

3.8 If you have disposed of any vehicle in the last 12 months, please specify where the vehicle is now.

**Section 3 cont:**

**Assets**

3.9 Do you have the use of a motor vehicle that you do not own?

Yes

☒

No

☐

If Yes, please provide the following details:

Registration number	Vary from time to time
Owner	Leasing Company
Estimated value £	Unknown

3.10 Has an enforcement officer (previously known as sheriff's officer) / bailiff visited you in the last 6 months?

Yes

☐

No

☒

(An enforcement officer / bailiff is an officer of the court who may attend to remove assets for sale, if, for example, a judgment debt has not been paid)

If Yes, please provide the following details:

Name of creditor	Amount of claim £	Date distress levied	Description and estimated value of property seized



**Section 4:****List of Secured Creditors**  
(e.g. anyone holding a mortgage or charge over property belonging to you)

Name of creditor	Address	Account, reference or agreement number (if known)	Amount owing (A) £	What of yours is claimed and what is its present value? (B) £	Net amount owing (A-B) £
N/A					
<b>TOTAL £</b>					

## Section 4 cont: List of Unsecured Creditors

Name of creditor	Address	Account, reference or agreement number (if known)	Amount owing £	Date incurred	What was the debt for?
HMRC	Debt Management Durrington Bridge House Barrington Road, Worthing West Sussex	880/1522865 O5 MCA	3,024,716.32	2008	Income Tax
HBOS	THE MOUND, EDINBURGH EH1 1YZ		1,500,000.00		Personal Loan
Barclays Bank plc	Credit Risk, Barclays Wealth, 14 <sup>th</sup> Floor, 1 Churchill Place London E14 5HP	c/o David Farrow	5,000,000.00	2008	Personal Loan
N Gold	c/o RUSHTEAM PROPERTIES To be supplied LTD, 11 BEAVER LANE, LONDON W6 9AR		3,000,000.00		J. V. Partner
SUB-TOTAL £			£12,500,000.00		

Pg 26 of 47

## Section 4 cont: List of Unsecured Creditors

Name of creditor	Address	Account, reference or agreement number (if known)	Amount owing £	Date incurred	What was the debt for?
V Goldstein	119 HIGH ROAD, To be supplied Loughton, ESSEX IG10 4LT		1,000,000.00		Personal Loan
<sup>A</sup> Rapello Ltd	10 SHELLEY STREET, MUTTER LLP, 13 FLOOR, 7-10 CHANDOS STREET, LONDON W1G 9DD	Raz Air	\$12,400,000.00 + £260,000.00	APPROX £9,000,000	
Scion Media Ltd	50 BROADWICK STREET, LONDON W1S 7AG		64,000.00		
Spreadex Ltd	The Ziggurat, Grosvenor Road, St Albans, Herts AL1 3AW		5,000,000.00		Spread Betting Account
Banana Split	6 CARLISLE ROAD, To be supplied LONDON NW9 0HN		\$500,000.00		
Loretta Kemsley	1014 LAUREL WAY, See 16 above BEVERLEY HILLS, CALIFORNIA, 90210, USA		2,000,000.00		
Simon Dryan	55 UPHILL ROAD, MILL To be supplied HILL, LONDON NW7 4PR		1,000,000.00		J. V. Partner
Barry Moat	WESTFIELD, 10 SESMOND To be supplied PARK WEST, NEWCASTLE-UPON-TYNE, NE7 7BU.		3,000,000.00		J. V. Partner
TOTAL £			£34,000,000.00 Approx		

Pg 27 of 47

**Section 5 : Bank Accounts and Credit Cards**

Note: Include any current liability also shown in Section 4.

5.1 Do you have any cheque cards, cash dispenser cards, credit or charge cards, debit cards, etc?

Yes

☒

No

☐

5.2 If Yes, provide details.

Type of card	Card number	Name and address of bank or supplier	Date obtained
Visa	4325 2242 0030 2665	RBC Bank USA	
Amex Platinum	xxxx xxxxxx 59003	American Express - USA	

5.3 Are any of the above accounts or cards held jointly with anyone else?

Yes

☒

No

☐

If Yes, provide details

RBC with wife

**WARNING:**

If you become bankrupt it may be possible for the Official Receiver to ask your bank or building society to release some or all of a credit balance to you if it is required for your domestic living expenses. However you should not access any account without first contacting the Official Receiver. If you become bankrupt, you must not use any credit cards or charge cards and should cut them in half and send them to the Official Receiver.

**Section 5 cont: Bank Accounts and Credit Cards**

Note: Include details of accounts with a debit (overdrawn) balance also shown in Section 4.

5.4 Please list any bank, building society or National Savings accounts you hold, or have held in the last two years, including any joint, business or dormant accounts.

Name and address (including postcodes) of banks etc	Account number	Tick if your regular income is paid into this account	Name of joint account-holder (if applicable)	Balance of account £
Lloyds TSB Bank plc	11454868 16054268 16054868 16054864			Nil
HBOS Loan Account				Nil
Barclays Bank Loan Account				£5,000,000.00 O/D
Killik & Co Spreadex (Spread Betting Accounts)				Closed

**Section 6 : Employment and Present Income**

The court can order that you pay part of your earnings or other income to your trustee if your income is more than you need to live on. The order is known as an Income Payments Order and is made under section 310 of the Insolvency Act 1986. Alternatively you can enter into a voluntary arrangement with the Official Receiver or trustee called an Income Payments Agreement under section 310A of the Insolvency Act 1986.

You must answer the following questions about your income and outgoings and you may be asked to provide your wage slips or salary statements and bills such as gas or electricity to support your answers. This will enable a decision to be made as to whether an Income Payments Order or an Income Payments Agreement is appropriate.

The court will not make an Income Payments Order, neither would an Income Payments Agreement be agreed, that would leave you too little income to meet the reasonable domestic needs of you and your family.

If an Income Payments Order or an Income Payments Agreement is made against you, the payments will usually stop after 3 years.

If your income increases while you are bankrupt, you must inform your trustee of the increase within 21 days.

6.1 Are you: employed ☒ self-employed ☐ unemployed ☐

If you are unemployed, when did you last work, what was your last job and who was your last employer?

6.2 If employed, what is your job and who is your employer? What is the address of the personnel department and your pay reference number?  
When did you start this job?

Vice President  
Planet Hollywood  
  
Sport 101 PLLC  
CEO – Contract terms to be negotiated

If self-employed, give the name and address of the business.

6.3 What is your average monthly take-home pay (include, for example, overtime, commission and bonuses).

\$7,800 US pcm

£ 4,500

**Section 6 cont: Employment and Present Income**

6.4 How much tax do you usually pay each month?

£ N/K

6.5 How much do you pay in National Insurance each month?

£ N/K

6.6 Do you receive any other income, including state benefits or tax credits?

Yes

☐

No

☒ X

If **Yes**, state from what source (for example pension, state benefits, part-time earnings) and how much you receive each month?

£

6.7 How much do other members of your household contribute each month to the household expenses?

All. Varied depending on whether I am working.

6.8 Total household income (Q6.3 + 6.6 + 6.7)

£ N/A

6.9 Give your current (or last) Income Tax reference number.

880/1522865 05 MCA

Address of tax office (including postcode)

Durrington Bridge House  
Barrington Road  
Worthing  
West Sussex

Previously HMRC – High Net Worth Unit, Crown House, Victoria Street, Shipley, W Yorks BD17 7TW. Ref: 914/11NWU/41924 33082

**Section 6 cont:**

**Employment and Present Income**

6.10 Do you have any current attachment of earnings orders in force against you?

Yes

☐

No

☒

If Yes, give details

Name of creditor	Date of first payment	Date last payment due	Court	Amount of each payment and whether monthly or weekly £	Total amount paid to date £



**Section 7 : Outgoings**

The information in this section may be used to work out how much, if anything, you can afford to pay your creditors each month. It is important that it is accurate and that you include all necessary expenditure.

7.1 How much do you spend each month on the following:-

My estranged wife currently pays for all this as I have no income

Mortgage payments or rent on your home

\$17,000.00 pcm - Rent

APPROX.  
£11,000

Housekeeping (including food and cleaning)

\$6,000.00

£4,000

Gas, electricity, other heating

\$1,000.00

£600

Water

£

Telephone charges

£

Travelling to and from work and other essential journeys

£

Clothing

\$2,000.00

£1,300

Maintenance payments and fines

£

Council tax

£

Other essential payments (e.g. life/household insurance, car tax & repairs)

\$8,000.00

£5,000  
→ Provide details of these payments

Total

£



School fees in USA (including Special Needs School). To the extent my outgoings exceed my income they are paid by my wife.

**Section 8 :** **Current Property**  
(including properties used for residential and business purposes)

8.1 Give details of any properties you own. (these should also be listed in Q3.1)	Address, type of property (e.g. flat, semi-detached house), number of bedrooms and whether freehold or leasehold	Approximate value of property (A) £	Name and address(es) of any joint owner(s)	Name and address of anyone who holds a charge or mortgage over your property.	Amount owing to each secured creditor (B) £	Net value of the property (A)-(B) £	What insurance is currently in force and what is its expiry date
	Please see 3.1.17		Wife	RBC	\$750,000 US	\$1,500,000 US	
					<del>£500,000</del> £1,000,000		

8.2 Give details of any properties you rent or lease, either alone or jointly.	Address of property	Monthly rent £	Name and address(es) of any joint tenant(s)	Name and address of landlord
None				

You must take or send to the Official Receiver a copy of your lease or rent agreement.  
A rent demand or rent book will help if you do not have a copy agreement.

**Section 8 cont:**

**Current Property**

8.3 Apart from properties that you own, rent or lease, are there any other properties in which you may otherwise have an interest?

Yes ☐

No ☒

If Yes, give details

Address of property, type of property (e.g. flat, semi-terraced) and number of bedrooms	Who lets you use it?	How much do you pay?	Is there a written agreement?

8.4 Does anyone else have an interest in any of the properties that you own, rent or lease?  
This interest may be as a sub-tenant, a guarantor of the mortgage, a partner, a joint tenant, joint lessee or otherwise.

Yes ☒

No ☐

If Yes, give details

Address of property (including postcode)	Name of person with an interest	Their address, if different from the property (including postcode) and reference	Nature of interest
Please see 8.1			

**Section 9 :** **Property Disposed of in the last Five Years**

9.1 Give details of any properties, owned alone or jointly, that you have sold, given away or transferred in the five years before the presenting of your bankruptcy petition.

Address of property	Value of property £	When did you sell, transfer or give away the property?	To whom did you sell, transfer or give away the property?	Net sale proceeds (less any charges and legal fees) £	Details of solicitor (name and address) who acted on your behalf in the transaction
Chalet Razzie Courcheval France	I held 10 shares in the French company that owned this property, my wife held 990 shares. Declaration of Trust dated 10 July 2007	Sold 2009	Independent third party on the open market	€28,489.00 Represented my 10 shares	Lawrence Graham Monaco

**Section 10 : Members of your Household and Dependents**

10.1 Give the names and ages of all occupants of your household and state which, if any, are dependent on you.

Daniel Kemsley – 16

Atlanta Kemsley – 11

Tatum Kemsley - 10

10.2 Apart from members of your household, is any other person dependent upon you?

Yes

☐

No

☒

If Yes, provide details including their name, address and reason for dependency

**Section 11 :**

**Causes of Bankruptcy**

11.1 When did you first have difficulty paying your debts?

2008 FOLLOWING THE COLLAPSE OF THE Rock Group

11.2 What do you think are the reasons for you not having enough money to pay your debts? You should provide reasons to support your answer. For example, it would not be enough to state "the recession" without explaining its effect on your affairs.

The property crash led to the failure of my property development group "Rock".

Following this collapse, the income I have been able to generate has not been sufficient to service and repay my creditors. I have existed largely by borrowing from friends and family.

11.3 Have you lost any money through betting or gambling during the last two years? **Yes**

☐

**No**

**X**

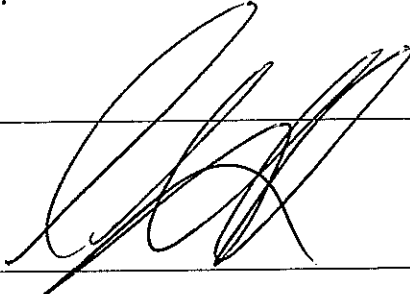
If **Yes**, how much have you lost?

**Section 12 :**

**Declaration**

I hereby confirm that my answers to all the above questions (including any extra information on pages following this declaration) are to the best of my knowledge and belief a true and accurate statement of my affairs as at today's date. I understand that I may be committing a criminal offence if I deliberately give false information in relation to my bankruptcy.

**Your signature**



**Name in  
BLOCK CAPITALS**

PAUL ZEITAL KEMSLEY

**Date**

13<sup>th</sup> JAN 2012 .

**Section 13 :**

**Extra Information**

Question No.

If there is insufficient space on any page, you should continue your answer to the question on this page. The question number should be given in the left-hand column.



**Section 13 cont:**

**Extra Information**

Question No.	If there is insufficient space on any page, you should continue your answer to the question on this page. The question number should be given in the left-hand column.
--------------	------------------------------------------------------------------------------------------------------------------------------------------------------------------------

#	Company Name	App.Type	Resign Date	Dissolved Date
6087356	48-50 MINORIES LIMITED	Previous Director	28/05/2009	
5373322	A RIGHT RESULT LIMITED	Director		16/02/2010
3623084	ACTIONCOURT LIMITED	Director		24/11/2009
6126610	ANCHOR RETAIL PARK LIMITED	Previous Director	28/05/2009	
5424889	ASTRADE LIMITED	Previous Director	28/05/2009	
5983574	BORDERLINE ESTATES LIMITED	Previous Director	28/05/2009	
3768181	BRANDTECH LIMITED	Director		17/11/2009
5995631	COMMANDER ESTATES LIMITED	Previous Director	28/05/2009	
3569546	CRESTWELL ENTERPRISES LIMITED	Director		22/12/2009
3842953	CROWNVIEW PROPERTIES LIMITED	Director		20/04/2010
3560058	DANTONE ESTATES LIMITED	Director		20/04/2010
3353004	FINAL DEVELOPMENTS LIMITED	Previous Director	06/07/2009	
4820324	FINEST PROPERTIES LIMITED	Previous Director	28/05/2009	
4261533	FIREMOUNT LIMITED	Previous Director	28/05/2009	
4381777	FYREWOODE PROPERTIES LIMITED	Director		04/08/2009
4328912	GATEACRE PROPERTIES LIMITED	Director		11/05/2010
3987505	GOODVIEW LIMITED	Previous Director	28/05/2009	
5993721	HPR NOMINEES NO.1 LIMITED	Director		24/03/2009
4120296	INSIGNIACORP LIMITED	Previous Director	28/05/2009	
6016644	KILMORIE PROPERTIES LIMITED	Previous Director	28/05/2009	
6264705	LILYWHITE PROPERTIES LIMITED	Previous Director	28/05/2009	
5504296	MASH (THE FORGE) LIMITED	Previous Director	18/03/2009	
4397417	NEWSPACE DEVELOPMENTS LIMITED	Previous Director	28/05/2009	
3418719	OAKGROVE PROPERTIES LIMITED	Director		05/01/2010
5767420	PEACE ESTATES LIMITED	Previous Director	28/05/2009	
5057070	PEERLESS PROPERTIES LIMITED	Director		04/08/2009
6582735	PK THREE LIMITED	Director		24/08/2010
5057073	POLYGON ESTATES LIMITED	Previous Director	28/05/2009	
4817907	PRECIOUS ESTATES LIMITED	Previous Director	28/05/2009	
6222186	PREK LIMITED	Previous Director	28/05/2009	
5090993	PRUDENT PREMISES LIMITED	Previous Director	28/05/2009	
4347145	ROCK 007 LIMITED	Director		20/04/2010
5504319	ROCK EIGHT LIMITED	Director		28/04/2009
5504286	ROCK ELEVEN LIMITED	Director		05/05/2009
5439122	ROCK FOUR LIMITED	Previous Director	28/05/2009	
5091023	ROCK FOURTEEN LIMITED	Previous Director	28/05/2009	
5195475	ROCK FREEHOLDS LIMITED	Previous Director	28/05/2009	
4800398	ROCK INVESTMENT HOLDINGS LIMITED	Previous Director	28/05/2009	
4165651	ROCK INVESTMENTS (LONDON) LIMITED	Director		04/08/2009
5131954	ROCK INVESTMENTS 2004 LIMITED	Director		11/05/2010
5898976	ROCK JOINT VENTURES LIMITED	Previous Director	28/05/2009	
6222167	ROCK JV (NUMBER 1) LIMITED	Previous Director	28/05/2009	
6438002	ROCK JV (NUMBER 10) LIMITED	Director		28/04/2009
6438003	ROCK JV (NUMBER 11) LIMITED	Director		28/04/2009
6437983	ROCK JV (NUMBER 12) LIMITED	Director		28/04/2009
6437984	ROCK JV (NUMBER 13) LIMITED	Director		05/05/2009
6437986	ROCK JV (NUMBER 14) LIMITED	Director		05/05/2009
6222175	ROCK JV (NUMBER 2) LIMITED	Previous Director	28/05/2009	
6446092	ROCK JV (NUMBER 20) LIMITED	Director		28/04/2009
6446095	ROCK JV (NUMBER 22) LIMITED	Director		28/04/2009
6446100	ROCK JV (NUMBER 24) LIMITED	Director		28/04/2009
6446096	ROCK JV (NUMBER 26) LIMITED	Director		28/04/2009
6446099	ROCK JV (NUMBER 28) LIMITED	Director		05/05/2009
6222178	ROCK JV (NUMBER 3) LIMITED	Director		05/05/2009
6222183	ROCK JV (NUMBER 4) LIMITED	Director		28/04/2009
5090991	ROCK ONE LIMITED	Previous Director	28/05/2009	
6599897	ROCK OP (NUMBER 1) LIMITED	Previous Director	28/05/2009	

#	Company Name	App.Type	Resign Date	Dissolved Date
5439125	ROCK SIX LIMITED	Previous Director	28/05/2009	28/07/2009
5504289	ROCK TEN LIMITED	Previous Director	28/05/2009	
5195476	ROCK THREE LIMITED	Previous Director	28/05/2009	
5179565	ROCK TWO LIMITED	Previous Director	28/05/2009	
5868296	ROCK VENTURES MANAGEMENT LIMITED	Director		09/02/2010
5895576	SELHURST PARK LIMITED	Previous Director	28/05/2009	
5885632	SIGNATURE RESORTS (UK) LIMITED	Previous Director	28/05/2009	
5993133	SON OF ROCK LIMITED	Director		05/05/2009
5890733	SUFFICIENT LIMITED	Director		02/03/2010
4697987	UNIVERSAL HOUSING LIMITED	Director		24/02/2009
5984787	WIZARDRY LIMITED	Previous Director	28/05/2009	
4382125	WIZEWOOD ESTATES LIMITED	Director		04/08/2009
3602543	JUMBO LAND LIMITED			
5298263	ROCK INVESTMENTS U.K. LIMITED			
6448613	ROCK JV (NUMBER 29) UNLIMITED			
6592548	ROCK OP LIMITED			

**EXHIBIT 2**

IN THE HIGH COURT OF JUSTICE

306 of 2012

**PAUL ZEITAL KEMSLEY**

**IN BANKRUPTCY**

**THIS IS TO CERTIFY** that

Mr M R FRY of BEGBIES TRAYNOR (CENTRAL) LLP of 32 Cornhill, London, EC3V 3BT

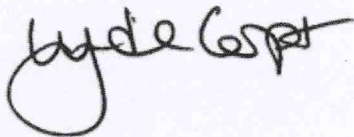
and

Miss K PROVAN of BEGBIES TRAYNOR (CENTRAL) LLP of 32 Cornhill, London, EC3V 3BT

have been appointed as joint trustees of the bankruptcy estate of PAUL ZEITAL KEMSLEY with effect from 2 April 2012 .

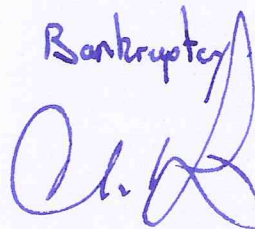
Any act required or authorised under any enactment to be done by the trustee(s) is to be done by one or more of the above named persons.

On behalf of the Secretary of State



Date. 2 April 2012

I hereby certify that this document  
is a true copy of the Certificate of  
Appointment of the Joint Trustees in  
Bankruptcy



MARK R. FRY  
F.I.P.A., F.A.B.R.P.



Edward E. Neiger  
Marianna Udem  
NEIGER LLP  
151 West 46th Street  
4th Floor  
New York, NY 10036  
Tel: 212-267-7342  
[eneiger@neigerllp.com](mailto:eneiger@neigerllp.com)  
[mudem@neigerllp.com](mailto:mudem@neigerllp.com)

*Attorneys for Mark R. Fry,  
as Foreign Representative*

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

In re

PAUL ZEITAL KEMSLEY,

Debtor.

Case No: - \_\_ - \_\_\_\_

Chapter 15

**LIST OF NAMES AND ADDRESSES IN SUPPORT OF PETITION  
FOR RECOGNITION IN COMPLIANCE OF FOREIGN PROCEEDING  
IN COMPLIANCE WITH INTERIM RULE 1007(a)(4) OF THE  
FEDERAL RULES OF BANKRUPTCY PROCEDURE  
OF A FOREIGN PROCEEDING**

Mark R. Fry (hereinafter the “Foreign Representative”), the duly appointed bankruptcy trustee in the British bankruptcy proceeding of Paul Zeital Kemsley, pursuant to Bankruptcy Law of England, by and through his undersigned counsel, hereby submits a List of Names and Addresses in Support of Petition for Recognition of Foreign Proceeding in Compliance with Interim Rule 1007(a)(4) of the Federal Rules of Bankruptcy Procedure.

1. Names and Addresses of all Administrators in Foreign Proceeding of the Debtor.

Mark R. Fry  
Kirstie Jane Provan  
Bebbies Traynor (Central) LLP  
32 Cornhill, London, EC3V 3BT

2. All parties to any Litigation in which Debtor is a Party and that is Pending in the United States of America.

The Foreign Representative is aware of only three litigation matters to which the Debtor is a party in the United States of America.

- *Paul Kemsley and Loretta Kemsley v. Harvey J. Mack and H J Mack Construction, LLC* pending in the Supreme Court of the State of New York, County of New York, Index No. 113121/2010.
- *Barclays Bank PLC v. Paul Kemsley* pending in the Supreme Court of the State of New York, County of New York, Index No. 650611/2012.
- *Florida Cosmos Holdings LLC v. Cosmos Ventures, Inc. and Cosmos Ventures Inc., v. Florida Cosmos Holdings LLC, Paul Kemsley and Loretta Kemsley* pending in the United States District Court for the Southern District of New York, Case No. 12-cv-1932.

3. All entities against whom provision relief is being sought under § 1519 of the Code.

At the present time, the Foreign Representative is not seeking provisional relief against any entities.

Dated: New York, New York  
August 21, 2012

Edward E. Neiger  
Edward E. Neiger, Esq.  
Marianna Udem, Esq.  
NEIGER LLP  
151 West 46th Street, 4th Floor  
New York, New York 10036  
Tel.: 212-267-7342  
Fax: 212-918-3427  
*Attorneys for Mark R. Fry as Foreign Representative*